



Department of State.

**CERTIFICATE OF AUTHORITY
OF**

STALEY CONTINENTAL, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of STALEY CONTINENTAL, INC.

_____ for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to STALEY CONTINENTAL, INC.

to transact business in this State under the name STALEY CONTINENTAL, INC.

_____ and attach hereto a duplicate original of the Application for such Certificate.

Dated **December 5, 1986**



Pete T. Cenarrusa

SECRETARY OF STATE

[Signature]
Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

To the Secretary of State of Idaho

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

DEC 5 3 47 PM '86
SECRETARY OF STATE

1. The name of the corporation is STALEY CONTINENTAL, INC.

2. The name which it shall use in Idaho is N/A

(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)

3. It is incorporated under the laws of Delaware

4. The date of its incorporation is August 27, 1982 and the period of its duration is perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is c/o The Corporation Trust Company, 1209 Orange Street, Wilmington, DE 19801

6. The address to which correspondence should be addressed, if different from that in item 5.

7. The street address of its proposed registered office in Idaho is 300 North 6th Street
Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is C T CORPORATION SYSTEM

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
any and all lawful business as permitted by the Idaho Business Corporation Act.

9. The names and respective addresses of its directors and officers are:

Name	Office	Address
See Schedule attached hereto		

(continued on reverse)

Name	Office	Address

10. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

11. This Application is accompanied by a certificate of Corporate Status or Existence, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: November 20, 1986

STALEY CONTINENTAL, INC.

(Corporation Name)

By

R.K. Scott
Its ~~President~~ Vice President (please specify) R.K. Scott

and

J.P. Mohan
Its ~~Secretary~~ Assistant Secretary (please specify) J.P. Mohan

STATE OF ILLINOIS)

COUNTY OF COOK) ss:

I, Rose Marie Williams, a notary public, do hereby certify that on this 20th day of November, 19 86, personally appeared before me R. K. Scott, who being by me first duly sworn, declared that (s)he is the Vice President of Staley Continental, Inc.

that (s)he signed the foregoing document as Vice President of the corporation and that the statements therein contained are true.

Rose Marie Williams
Notary Public

**DIRECTORS OF
STALEY CONTINENTAL, INC.**

<u>NAME</u>	<u>BUSINESS ADDRESS</u>	<u>TERM EXPIRES</u>
William Barnes III	One Continental Towers 1701 Golf Road Rolling Meadows, IL 60008	2/88
Pierre Callebaut	One Continental Towers 1701 Golf Road Rolling Meadows, IL 60008	2/89
Alvin W. Cohn	One Continental Towers 1701 Golf Road Rolling Meadows, IL 60008	2/87
Robert H. Cohn	One Continental Towers 1701 Golf Road Rolling Meadows, IL 60008	2/88
Walter G. Gadiant	One Continental Towers 1701 Golf Road Rolling Meadows, IL 60008	2/87
Robert B. Hoffman	One Continental Towers 1701 Golf Road Rolling Meadows, IL 60008	2/87
Joseph B. Lanterman	One Continental Towers 1701 Golf Road Rolling Meadows, IL 60008	2/87
Donald E. Nordlund	One Continental Towers 1701 Golf Road Rolling Meadows, IL 60008	2/88
Robert M. Powers	One Continental Towers 1701 Golf Road Rolling Meadows, IL 60008	2/87
Robert P. Reuss	One Continental Towers 1701 Golf Road Rolling Meadows, IL 60008	2/89

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<u>NAME</u>	<u>BUSINESS ADDRESS</u>	<u>TERM EXPIRES</u>
Robert K. Schell	One Continental Towers 1701 Golf Road Rolling Meadows, IL 60008	2/88
Boyd F. Schenk	One Continental Towers 1701 Golf Road Rolling Meadows, IL 60008	2/88
Henry M. Staley	One Continental Towers 1701 Golf Road Rolling Meadows, IL 60008	2/89
Edward J. Williams	One Continental Towers 1701 Golf Road Rolling Meadows, IL 60008	2/89

**OFFICERS OF
STALEY CONTINENTAL, INC.**

<u>NAME</u>	<u>TITLE</u>	<u>BUSINESS ADDRESS</u>	<u>TERM EXPIRES</u>
D. E. Nordlund	Chairman and Chief Executive Officer	One Continental Towers 1701 Golf Road Rolling Meadows, IL 60008	2/9/87
R. B. Hoffman	Vice President and Chief Financial Officer	One Continental Towers 1701 Golf Road Rolling Meadows, IL 60008	2/9/87
R. K. Scott	Vice President, Secretary and General Counsel	One Continental Towers 1701 Golf Road Rolling Meadows, IL 60008	2/9/87
E. R. Stanhope	Vice President, Human Resources and Government Relations	One Continental Towers 1701 Golf Road Rolling Meadows, IL 60008	2/9/87
L. B. Miller	Vice President and Treasurer	One Continental Towers 1701 Golf Road Rolling Meadows, IL 60008	2/9/87
G. D. Satterfield	Vice President, Corporate Relations and Administrative Services	One Continental Towers 1701 Golf Road Rolling Meadows, IL 60008	2/9/87
R. C. Morgan	Vice President, Tax	One Continental Towers 1701 Golf Road Rolling Meadows, IL 60008	2/9/87
M. W. Urbut	Vice President and Controller	One Continental Towers 1701 Golf Road Rolling Meadows, IL 60008	2/9/87
E. J. Koval	Vice President, International	One Continental Towers 1701 Golf Road Rolling Meadows, IL 60008	2/9/87
W. S. Robertson	Assistant Treasurer	One Continental Towers 1701 Golf Road Rolling Meadows, IL 60008	2/9/87

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<u>NAME</u>	<u>TITLE</u>	<u>BUSINESS ADDRESS</u>	<u>TERM EXPIRES</u>
R. A. Wagner	Assistant Controller	One Continental Towers 1701 Golf Road Rolling Meadows, IL 60008	2/9/87
J. P. Mohan	Assistant Secretary	One Continental Towers 1701 Golf Road Rolling Meadows, IL 60008	2/9/87
J. E. Sadowski	Assistant Secretary	One Continental Towers 1701 Golf Road Rolling Meadows, IL 60008	2/9/87

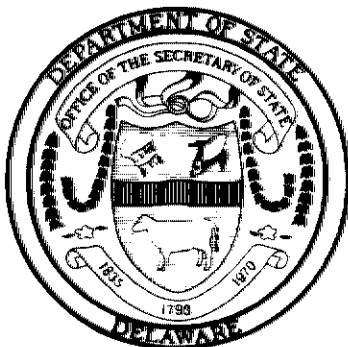


DEC 5 3 47 PM '86
SECRETARY OF STATE

Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY STALEY CONTINENTAL, INC. IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE DATE SHOWN BELOW.

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Michael Harkins
Michael Harkins, Secretary of State

AUTHENTICATION: :1017113

DATE: 11/24/1986